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EMPIRE CORPORATE KIT
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: D. & M. PRODUCTS, INC.

AUDIT NUMBER.....H98000004330

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1998

EMPIRE

SUBJECT: D & M PRODUCTS, INC.
REF: W98000004859

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(4)

ARTICLES OF INCORPORATION

OF

D. & M. PRODUCTS, INC.

ARTICLE I - NAME

The name of this corporation will be D. & M. PRODUCTS, INC.

ARTICLE II - PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III - STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock at \$1.00 per share.

ARTICLE IV - TERM

This corporation will have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1861 North Federal Highway, Hollywood, Florida 33019

ARTICLE VI - INITIAL INCORPORATORS

The name and address of the initial incorporator of this corporation is Donald Ross, whose address is 1861 North Federal Highway, Hollywood, Florida 33019

PREPARED BY:

SHELDON GOLDING, P.A.
800 SE 3rd Ave. Ste # 300
Fort Lauderdale, Florida 33316
Tel : (954) 763-2122
Fax : (954) 462-0128
Fla. Bar # 137191

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ARTICLE VII - INITIAL OFFICERS AND DIRECTORS

The initial officer and director is: DONALD ROSS

President/Director: DONALD ROSS

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The registered agent and street address of the registered office of this corporation is:

ALAN S. TIFFORD
800 Southeast 3rd Avenue
Suite # 300
Fort Lauderdale, Florida 33316

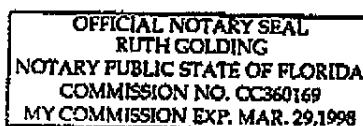
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 26th day of March 4, 1998




DONALD ROSS

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation was executed and acknowledged before me by DONALD ROSS who is personally known to me, and who did/did not take an oath, on this 4th day of March, 1998





Signature of Notary Public

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EMPIRE CORPORATE KIT

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CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

D. & M. PRODUCTS, INC. desiring to organize under the laws of the State of Florida with its principal office located at 1861 North Federal Highway, Hollywood, Florida 33019 has named ALAN S. TIFFORD whose address is 800 Southeast 3rd Avenue Suite # 300, Fort Lauderdale, Florida 33316 as its agent to accept service of process with in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


ALAN S. TIFFORD

Dated: March 4, 1998

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